

**Jennifer R.M.C. Watson**  
Principal

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Jennifer Watson advises clients on a broad range of business matters, including negotiating and documenting a wide variety of transactions, corporate reorganizations and restructurings, private placements and general corporate and shareholder matters. She assists clients with entity selection and formation of corporations, limited liability companies and other business entities, including counseling clients on the international, federal and state tax implications of these structures.

Ms. Watson works closely with companies on mergers and acquisitions. She advises her clients on structuring transactions, including solutions for parties involved in unique and non-traditional transactions, and drafting and negotiating principal transaction agreements, in addition to conducting due diligence and requisite filings.

As part of her employee benefits practice, she designs, drafts, reviews and counsels clients on executive compensation and employment agreements, qualified and non-qualified retirement plans and welfare benefit plans.

Ms. Watson is admitted to practice in Illinois. She obtained her J.D. from Northwestern University School of Law in 2001. She received her B.A., *summa cum laude*, in Accounting from North Central College in 1997. Prior to entering law school, Ms. Watson passed the Certified Public Accountant (CPA) examination. She is a member of the Illinois CPA Society, Chicago Bar Association, and the American Bar Association Corporate Documents and Process Committee and Committee on Mergers & Acquisitions.

**REPRESENTATIVE MATTERS**

- Represented multiple buyers and sellers on mergers and acquisitions in the U.S. in various industries, including, technology, beverage, medical and manufacturing. For example, she has represented:
  - a U.S. company in the technology sector with an investment from a large private equity group.
  - a U.S. subsidiary in the acquisition of a manufacturing business in Wisconsin from a publicly traded top ranked fortune 500 corporation.
  - a U.S. company in the acquisition of the stock of a silicon valley technology company.
  - a U.S. technology company in the sale of its assets to a publicly traded technology company.
  - a U.S. subsidiary of a Japanese corporation in the acquisition of all of the membership interests of a technology company that develops software supporting engineering applications (multiple counsels were involved, located in the U.S. and overseas);

- a U.S. subsidiary of a foreign corporation in acquiring loans and liens of an alcoholic beverage importer and distributor in Chicago, including the negotiation (and exercise) of a purchase option (multiple counsels were involved, located in Chicago, Zagreb and Italy);
  - an Italian conglomerate in acquiring ownership of a Maryland based company in the business of selling disinfectants and antiseptics;
  - a U.S. subsidiary of a multinational German corporation in the plasma surface treatment industry in acquiring a designer, builder and seller of low pressure vacuum equipment and processes in the U.S.;
  - a U.S. manufacturer of postal equipment in connection with its \$123 million divestiture of its mail box business;
  - minority investment of a Japanese company into a U.S. company developing unique solutions for internet marketing;
  - sales of U.S. trucking companies to other trucking companies; and
  - buyers in various acquisitions of manufacturers and nationally franchised businesses.
- Represented the lender in the restructuring of its senior secured credit facility being provided to the owner of one of Chicago's largest hotels.
  - Represented a multinational corporation in a closely-held stock acquisition.
  - Represented issuers in private placements of securities.
  - Assisted a privately held, national company in amending and restating its credit facility.
  - Represented multiple parties in forming and dissolving joint venture operations in the U.S., including:
    - a carburetor manufacturer in connection with its \$10 million joint venture formation of an Alabama manufacturing company;
    - a U.S. manufacturer in connection with the dissolution of a joint venture company and formation of a new wholly-owned manufacturing company; and
    - Represented a Japanese majority interest holder in the formation and establishment of a joint venture in the United States between two Japanese corporations and their United States affiliates.
  - Represented an Illinois manufacturer in a series of divestitures of its subsidiaries.
  - Advised clients with respect to executive compensation plans, including equity incentives.
  - Advised clients with respect to correction of qualified plan failures and fiduciary obligations in connection with qualified plans.

- Advised clients in all phases of the implementation, maintenance and termination of 401(k), profit sharing and other benefit arrangements.